DECLARATION AND POWER OF ATTORNEY

As a below named inventor, I declare that:

My residence, post office address and citizenship are as stated below next to my name; that I believe I am the original, first and sole inventor (if only one name is listed below) or an original, first and joint inventor (if plural names are listed below) of the subject matter which is claimed and for which a patent is sought on the invention or design entitled Rebate Processing System and Method Offering Selectable Disbursement Options, the specification of which is attached hereto;

That I have reviewed and understand the contents of the above-identified specification, including the claims, as amended by any amendment referred to above; and

That I acknowledge the duty to disclose to the U.S. Patent and Trademark Office all information known to me to be material to patentability as defined in 37 C.F.R. § 1.56.

I hereby claim foreign priority benefits under 35 U.S.C. § 119 of any foreign application(s) for patent or inventor's certificate listed below and have also identified below any foreign application(s) for patent or inventor's certificate having a filing date before that of the application on which priority is claimed:

		Date	Priority Claimed	
<u>Number</u>	Country	<u>Filed</u>	(Yes) (No)	
	NONE			

I hereby claim the benefit under 35 U.S.C. § 120 of any United States application(s) listed below and, insofar as the subject matter of each of the claims of this application is not disclosed in the prior United States application(s) in the manner

provided by the first paragraph of 35 U.S.C. § 112, I acknowledge the duty to disclose to the U.S. Patent and Trademark Office all information known to me to be material to patentability as defined in 37 C.F.R. § 1.56 which became available between the filing date of the prior application(s) and the national or PCT international filing date of this application:

Application Serial Number

<u>Date</u> <u>Filed</u>

Status

-----NONE-----

I hereby appoint:

Jerry W. Mills Robert M. Chiaviello, Jr. Ann C. Livingston Thomas R. Felger Charles S. Fish Wei Wei Jeang Kevin J. Meek T. Murray Smith Barton E. Showalter David G. Wille Bradley P. Williams Terry J. Stalford Christopher W. Kennerly Harold E. Meier Douglas M. Kubehl Samir A. Bhavsar Thomas R. Nesbitt, Jr. James J. Maune Roger J. Fulghum Rodger L. Tate Scott F. Partridge James B. Arpin James Remenick Jay B. Johnson Robert W. Holland Floyd B. Chapman Randall W. Mishler Robert A. King James L. Baudino	Regg.	No.	32,479 28,842 35,870 33,305 33,738 30,222 38,363 40,227 39,522 40,675 22,428 41,915 41,617 22,075 26,946 39,678 27,399 28,142 33,470 36,902 38,193 40,020 40,555 42,006 42,738
	Reg. Reg. Reg.	No. No. No.	-
William R. Borchers	Reg.	No.	44,549

Robin A. Brooks		
Darren W. Collins		
Brian W. Oaks		
Luke K. Pedersen		
Matthew B. Talpis		
David M. Doyle		
Russell W. White		

Reg. No. 44,563 Reg. No. 44,625 Reg. No. 44,981 Reg. No. 45,003 Reg. No. 45,152 Reg. No. 43,596 Reg. No. P45,691

Patent Agents:

Brian A. Dietzel Kevin R. Imes Reg. No. 44,656 Reg. No. 44,795

all of the firm of Baker & Botts, L.L.P., my attorneys with full power of substitution and revocation, to prosecute this application and to transact all business in the United States Patent and Trademark Office connected therewith, and to file and prosecute any international patent applications filed thereon before any international authorities under the Patent Cooperation Treaty.

<u>Send Correspondence To:</u>

<u>Direct Telephone Calls To:</u>

Baker & Botts, L.L.P. 2001 Ross Avenue Dallas, Texas 75201-2980

Barton E. Showalter at (214) 953-6509 Attorney Docket No. 067251.0104

I declare that all statements made herein of my own knowledge are true and that all statements made on information and belief are believed to be true; and further that these statements were made with the knowledge that willful false statements and the like so made are punishable by fine or imprisonment, or both, under Section 1001 of Title 18 of the United States Code, and that such willful false statements may jeopardize the validity of the application or any patent issuing thereon.

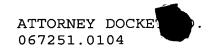
Full name of first joint inventor

Kelly R. Melvin

Inventor's signature

Date

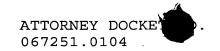
Residence (City, County, State) Citizenship Post Office Address Issaquah (King) Washington United States of America 34715 Southeast 45th Court Issaquah, WA 98029



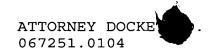
4412 Edmondson Avenue Dallas, TX 75205

Full name of additional Andrew F. Adams joint inventor Inventor's signature Date Plano (Collin) Texas Residence (City, County, State) United States of America Citizenship Post Office Address 5957 Sawgradd Court Plano, TX 75093 Full name of additional William E. Woodson joint inventor Inventor's signature Date Dallas (Dallas) Texas Residence (City, County, State) United States of America Citizenship Post Office Address 2210 Winsted Ave., Apt. 5323 Dallas, TX 75214 Full name of additional Steven B. Solomon joint inventor Inventor's signature Date Residence (City, County, State) Dallas (Dallas) Texas United States of America Citizenship

Post Office Address

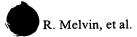


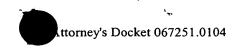
Full name of additional joint inventor	Michael D. Reynolds
Inventor's signature	
Date	
Residence (City, County, State) Citizenship Post Office Address	Richardson (Collin) Texas United States of America 5704 Carrington Court Richardson, TX 75082
Full name of additional joint inventor	Kenneth R. Johnsen
Inventor's signature	
Date	•
Residence (City, County, State) Citizenship Post Office Address	Dallas (Dallas) Texas United States of America 5821 Lakehurst Avenue Dallas, TX 75230
Full name of additional joint inventor	Barbara A. Bagwell
Inventor's signature	
Date	
Residence (City, County, State)	North Hollywood (Los Angeles
Citizenship Post Office Address	California United States of America 4910 Tujunga Avenue North Hollywood, CA 91601



Full name of additional joint inventor	Mason Wright	
Inventor's signature		
Date	- ,	
Residence (City, County, State)	Bellevue (King) Washington	

Residence (City, County, State) Citizenship Post Office Address Bellevue (King) Washington United States of America 2420 161st Ave., NE Bellevue, WA 98008 Applicant or Patentee: Serial or Patent No. Filed or Issued: Title:





December 22, 1999

REBATE PROCESSING SYSTEM AND METHOD OFFERING SELECTABLE

DISBURSEMENT OPTIONS

VERIFIED STATEMENT (DECLARATION) CLAIMING SMALL ENTITY STATUS (37 CFR 1.9(f) & 1.27(c)) -- SMALL BUSINESS CONCERN

I hereby declare that I am an official of the small business concern empowered to act on behalf of the concern identified below:

Name of Small Business Concern:

HOW2.COM, INC.

Address of Small Business Concern:

NONE

3811 Turtle Creek Blvd., Suite 600

Dallas, TX 75219

I hereby declare that the above-identified small business concern qualifies as a small business concern as defined in 13 CFR 121.12, and reproduced in 37 CFR 1.9(d), for purposes of paying reduced fees to the United States Patent and Trademark Office, in that the number of employees of the concern, including those of its affiliates, does not exceed 500 persons. For purposes of this statement, (1) the number of employees of the business concern is the average over the previous fiscal year of the concern of the persons employed on a full-time, part-time or temporary basis during each of the pay periods of the fiscal year, and (2) concerns are affiliates of each other when either, directly or indirectly, one concern controls or has the power to control the other, or a third party or parties controls or has the power to control both.

I hereby declare that rights under contract or law have been conveyed to and remain with the small business concern identified above with regard to the invention, entitled Rebate Processing System and Method Offering Selectable Disbursement Options by inventors Kelly R. Melvin, et al., described in the specification filed herewith.

If the rights held by the above-identified small business concern are not exclusive, each individual, concern or organization having rights in the invention is listed below, and no rights to the invention are held by any person, other than the inventor, who would not qualify as an independent inventor under 37 CFR 1.9(c) if that person made the invention, or by any concern which would not qualify as a small business concern under 37 CFR 1.9(d), or a nonprofit organization under 37 CFR 1.9(e):

I acknowledge the duty to file, in this application or patent, notification of any change in status resulting
of entitlement to small entity status prior to paying or at the time of paying, the earliest of the issue fee or

my maintenance fee due after the date on which status as a small entity is no longer appropriate. (37 CFR 1.28(b)).

I hereby declare that all statements made herein of my own knowledge are true and that all statements made 'on information and belief are believed to be true; and further that these statements were made with the knowledge that willful false statements and the like so made are punishable by fine or imprisonment, or both, under Section 1001 of Title 18 of the United States Code, and that such willful false statements may jeopardize the validity of the application, any patent issuing thereon, or any patent to which this verified statement is directed.

Title of Person if other than owner: Address of Person Signing:	Steven B. Solomon CEO 3811 Turtle Creek Blvd., Suite 600 Dallas, TX 75219
Signature:	
Date:	